



PUBLIC NOTICE

Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

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DA 07-221

Released: January 25, 2007

**DOMESTIC SECTION 214 APPLICATION FILED FOR THE TRANSFER OF
CONTROL OF OPEX COMMUNICATIONS, INC. TO TOTAL CALL
INTERNATIONAL, INC.**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 07-7

Comments Due: February 8, 2007

Reply Comments Due: February 15, 2007

On January 11, 2007, OPEX Communications, Inc. ("OPEX"), Total Call International, Inc. ("Total Call") and Premiercom Management Company ("Premiercom"), (collectively, "Applicants") filed an application, pursuant to section 63.04 of the Commission's rules,¹ seeking authority to transfer control of OPEX to Total Call.²

Applicants submit that this transaction is entitled to presumptive streamlined treatment under 63.03(b)(2)(i) of the Commission's rules because, following the consummation of the proposed transaction: (1) Total Call will have a market share in the interstate, interexchange market of substantially less than ten percent; (2) Total Call will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and (3) neither of the Applicants are regulated as dominant with respect to any service³

Total Call, a privately-held California corporation, is a nationwide long distance reseller offering customers traditional long distance service, dial-up and DSL Internet services, VoIP, prepaid calling card and wireless services. The following U.S. citizens hold 10% or more of the

¹ 47 C.F.R. § 63.04; *see* 47 U.S.C. § 214.

² Applicants are also filing an application for transfer of control associated with authorization for international services. Any action on this domestic 214 application is without prejudice to Commission action on other related, pending applications.

³ 47 C.F.R. § 63.03(b)(2)(i).

outstanding stock of Total Call: Mr. Mark Leafstedt (70%) and Mr. Daniel Ing (21.6%). No other person or entity holds 10% or more of the outstanding stock of Total Call. Total Call has one affiliate that offers resold wireless telecommunications services: Total Call Mobile, Inc.

OPEX, an Illinois corporation, is a long distance reseller offering customers traditional long distance service, toll-free-calling, calling card, mobile and fixed wireless, dial-up and dedicated Internet access, VoIP, conference calling and other Internet-based services. OPEX is also authorized to provide resold local telecommunications services in Kentucky, North Carolina, New Jersey and Wisconsin. OPEX is wholly-owned by Premiercom Management Company, a privately-held Illinois corporation that functions as a holding company. The following U.S. citizens hold 10% or more of the outstanding stock of Premiercom: Mr. Tom Jacobs (33.3%), Mr. John Wonak (33.3%) and Mr. Sean Trepeta (26.7%). No other person or entity holds 10% or more of the outstanding stock of Premiercom. OPEX does not have any affiliates that offer domestic telecommunications services.

Pursuant to the terms of a Stock Purchase Agreement (“Agreement”) dated January 10, 2007, between Total Call and Premiercom, Total Call will purchase from Premiercom all of the issued and outstanding shares of capital stock of OPEX for a note and cash. Following consummation of the proposed transaction, OPEX will become a direct, wholly-owned subsidiary of Total Call.

Applicants state that the proposed transaction will serve the public interest because OPEX and Total Call will continue to offer services under the same names and operating authorities as at present. Applicants maintain that the transaction involves no change in the entities offering service to consumers, or the services, rates, terms and conditions of such service. Applicants contend that the combination of these two companies should enable them to compete more effectively in the highly competitive market for telecommunications services.

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer of control application if, upon further examination, it is determined to be defective and not in conformance with the Commission’s rules and policies. Pursuant to sections 1.415 and 1.419 of the Commission’s rules, 47 CFR §§ 1.415, 1.419, interested parties may file **comments on or before February 8, 2007 and reply comments on or before February 15, 2007.**⁴ Unless otherwise notified by the Commission, Applicants are permitted to transfer the assets and related control on the 31st day after the date of this notice.⁵ Comments may be filed using: (1) the Commission’s Electronic Comment Filing System (ECFS), (2) the Federal Government’s

⁴ See 47 C.F.R. § 63.03(a).

⁵ Such authorization is conditioned upon receipt of any other necessary approvals from the Commission in connection with the proposed transaction.

eRulemaking Portal, or (3) by filing paper copies. *See Electronic Filing of Documents in Rulemaking Proceedings*, 63 FR 24121 (1998).

- Electronic Filers: Comments may be filed electronically using the Internet by accessing the ECFS: <http://www.fcc.gov/cgb/ecfs/> or the Federal eRulemaking Portal: <http://www.regulations.gov>. Filers should follow the instructions provided on the website for submitting comments.
- For ECFS filers, if multiple docket or rulemaking numbers appear in the caption of this proceeding, filers must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. In completing the transmittal screen, filers should include their full name, U.S. Postal Service mailing address, and the applicable docket or rulemaking number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions, filers should send an e-mail to ecfs@fcc.gov, and include the following words in the body of the message, “get form.” A sample form and directions will be sent in response.
- Paper Filers: Parties who choose to file by paper must file an original and four copies of each filing. If more than one docket or rulemaking number appears in the caption of this proceeding, filers must submit two additional copies for each additional docket or rulemaking number.

Filings can be sent by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). All filings must be addressed to the Commission’s Secretary, Office of the Secretary, Federal Communications Commission.

The Commission’s contractor will receive hand-delivered or messenger-delivered paper filings for the Commission’s Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class, Express, and Priority mail should be addressed to 445 12th Street, S.W., Washington D.C. 20554.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at 202-418-0530 (voice), 202-418-0432 (tty).

You may submit comments, identified by the above noted docket number, by any of the following methods:

- Federal eRulemaking Portal: <http://www.regulations.gov>. Follow the instructions for submitting comments.
- Federal Communications Commission's Web Site: <http://www.fcc.gov/cgb/ecfs/>. Follow the instructions for submitting comments.
- People with Disabilities: Contact the FCC to request reasonable accommodations (accessible format documents, sign language interpreters, CART, etc.) by e-mail: FCC504@fcc.gov or phone: 202-418-0530 or TTY: 202-418-0432.

In addition, one copy of each pleading must be sent to each of the following:

- (1) The Commission's duplicating contractor, Best Copy and Printing, Inc., 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, www.bcpiweb.com; phone: (202) 488-5300 fax: (202) 488-5563;
- (2) Myrva Charles, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-C230, Washington, D.C. 20554; email: myrva.charles@fcc.gov;
- (3) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, 445 12th Street, S.W., Room 5-B155, Washington, D.C. 20554; e-mail: dennis.johnson@fcc.gov;
- (4) Susan O'Connell, Policy Division, International Bureau, 445 12th Street, S.W., Room 7-B544, Washington, D.C. 20554; email: susan.o'connell@fcc.gov; and
- (5) Jim Bird, Office of General Counsel, 445 12th Street, S.W., Room 8-C824, Washington, D.C. 20554; e-mail: jim.bird@fcc.gov.

Filings and comments are also available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. They may also be purchased from the Commission's duplicating contractor, Best Copy and Printing, Inc., Portals II, 445 12th Street, S.W., Room CYB402, Washington, D.C. 20554, telephone: (202) 488-5300, fax: (202) 488-5563, or via e-mail www.bcpiweb.com.

For further information, please contact Myrva Charles at (202) 418-1506, or Dennis Johnson at (202) 418-0809.

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